

Exhibit 3

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA

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NORTHSTAR AVIATION, LLC, et al., :
Plaintiffs/Counterclaim Defendants, : Civil Action
vs. : No. 1:18cv191-
ALDEN BURT ALBERTO, : TSE-JFA
Defendant/Counterclaim Plaintiff. :
-----x

VIDEOTAPED DEPOSITION OF SHEIKH AHMED BIN SAIF

AL NAHYAN

McLean, Virginia

Thursday, November 8, 2018

9:31 a.m.

Job No.: 44473

Reported by: Elizabeth Mingione, RPR

1 education, the doctorate?

2 **A. Yes.**

3 Q. I want to talk about your work experience
4 after that. So after you finished your doctorate,
5 what was your first work experience after that? What
6 company did you work for?

7 **A. I was in the Air Force.**

8 Q. Okay. And how long were you in the Air
9 Force?

10 **A. A long time, maybe 15, 20 years.**

11 Q. And as a part of your duty in the Air Force
12 you flew planes, correct?

13 **A. Yes.**

14 Q. Okay. And then once you got out of the
15 military, what's your first company that you worked
16 for.

17 **A. Undersecretary of the Civil Aviation.**

18 Q. That's -- that's a position you ultimately
19 became the head of the civil aviation, correct?

20 **A. Civil aviation. Yes.**

21 Q. Okay. And that was a -- is that like a
22 government position that you held within Abu Dhabi?

1 **A. Yes.**

2 Q. And is that a full-time position such that
3 you weren't working at another airline during that
4 time?

5 **A. Full-time.**

6 Q. Okay. When did you start with Gulf Air as
7 CEO?

8 **A. I think 1996.**

9 Q. Do you remember how long you stayed in that
10 position?

11 **A. Four years.**

12 Q. Four years until 2000?

13 **A. Okay. Because the Gulf Air was owned by
14 four different countries, and every -- every time they
15 pick one of these countries to be a CEO, and because I
16 was in the civil aviation, they -- they picked me,
17 hired me.**

18 Q. So you said it was owned by four -- not
19 four different emirates but four different countries?

20 **A. Yes. Oman, Qatar, Abu Dhabi, and Bahrain.**

21 Q. Did you have any personal ownership
22 interest in Gulf Air?

1 Bin Saif, the NorthStar companies have not run out of
2 money so that they had to close their business,
3 correct?

4 A. It doesn't mean that we are not operating.
5 It doesn't mean that we are operating, that we are in
6 good health, or we are in good condition.

7 Q. Okay.

8 A. We have obligations. We have project that
9 was -- we were supposed to get in Iraq, and the money
10 is gone.

11 Q. You are about to get -- NorthStar is about
12 to get a follow-on contract with the UAE Air Force
13 soon, worth somewhat in excess of \$60 million; is that
14 correct?

15 A. Yes.

16 Q. Okay.

17 A. But -- but this has nothing to do with the
18 company and how healthy it is.

19 Q. Okay. We'll get into that later on. I
20 just wanted to understand that the company is still
21 operating, correct?

22 A. Yes.

1 Q. Okay. And do you remember during that
2 meeting with Mr. Alberto that you and Mr. Alberto
3 talked about business terms to go into business
4 together?

5 A. Like what?

6 Q. I'm just asking you just generally.

7 A. He was briefing me about the business they
8 have. That's it.

9 Q. Okay. And what did he say about the
10 business that he had?

11 A. He said that he has business in Saudi
12 Arabia, Kuwait, and different markets. And of course
13 it wasn't true, not true, is not -- I didn't say it's
14 not true, but it was just talk.

15 Q. Did he also mention that he wanted to start
16 a business in order to pursue the follow-on work from
17 R2 after its liquidation?

18 A. How is that? Can you repeat?

19 Q. In your meeting with Mr. Alberto in London
20 -- you have a house in London; is that correct?

21 A. Yes, I have.

22 Q. In your meeting with Mr. Alberto in London,

1 did Mr. Alberto ask you to go into business with him
2 to do the attack helicopter work for the UAE Air
3 Force?

4 **A. I knew about this project.**

5 Q. Okay. And you knew about the project
6 because Mr. Alberto told you about the project,
7 correct?

8 **A. No. Not only him, there is also they saw**
9 **that they can work with us or with me personally**
10 **because we can take this project and perform it. And**
11 **thanks to God, we were able to get this project and**
12 **work on it.**

13 Q. Okay. Thanks to God, but also thanks to
14 Reno Alberto for getting the contract, correct?

15 **A. No. No.**

16 Q. What did you specifically do in order to
17 get this contract?

18 **A. This contract from -- this contract, I got**
19 **it. Four years he was the CEO and he didn't bring any**
20 **project.**

21 Q. CEO of what company?

22 **A. When he was in my -- working for us in**

1 **NorthStar.**

2 Q. Let me just make sure I understand your
3 testimony correctly. You are saying that Mr. Alberto
4 as CEO of NorthStar did not get any contracts for
5 NorthStar for four years?

6 **A. Yes.**

7 Q. Okay. Isn't it true that Mr. Alberto
8 signed a contract with the UAE Air Force in August of
9 2013 for nearly \$300 million?

10 **A. This is my -- this is the one that I got.**
11 **It was the helicopters.**

12 Q. You didn't sign the contract, did you?

13 **A. He is my CEO. He works for me.**

14 Q. But you say you are the owner of the
15 company, correct?

16 **A. I'm the owner. I don't have to sign. I**
17 **give him the authority to sign.**

18 Q. Did Mr. Alberto have full authority to sign
19 a nearly \$300 million contract for the company?

20 **A. Yes.**

21 Q. And you said you secured the contract. I
22 want to know, Sheikh Bin Saif, every one you talked to

1 salaries; he would go to someone who would -- raising
2 his own salary. And then he would get the approval
3 from someone who is reporting to him, to raise his own
4 salary.

5 He didn't go to the board. He just did
6 those things that he was not supposed to do as a CEO.

7 Q. Sheikh Bin Saif, you knew in 2013 that Mr.
8 Alberto was paying himself a salary, didn't you?

9 A. Of course he would have a salary, but the
10 raises that he used to add without any approvals.

11 Q. Did you ever ask him any questions in 2013
12 about his pay or his bonus?

13 A. I -- before that, we didn't know. Okay.
14 So he -- he would -- in the board meeting he would say
15 we have distributed the -- an amount which is 100
16 percent; 90 percent of this amount would go to him as
17 bonus for him, without getting any approval. And the
18 board would think that the 100 percent is going to
19 everybody else and not to him.

20 Q. So, do I understand --

21 A. Excuse me.

22 Q. Oh, you are still talking.

1 meeting on October 17, 2017, and stayed for the whole
2 board meeting, didn't he?

3 **A. I think so.**

4 Q. Okay. And in fact, Sheikh Bin Saif, you
5 only stayed for a small portion of that board meeting,
6 isn't that true? You only stayed for first 10, 15
7 minutes of the board meeting; isn't that true?

8 **A. Yes.**

9 Q. Okay. Why did you leave the board meeting
10 so soon?

11 **A. Because the information was available. The**
12 **financial manager and Reno was there. Deloitte were**
13 **also present. So I didn't think, you know, that I'm**
14 **-- I staying would make any difference.**

15 Q. So at no point during the board meeting did
16 you ever question Mr. Alberto about any amounts of
17 bonuses; isn't that true?

18 **A. We talked about the agenda that was set for**
19 **the meeting. So what I knew that they didn't want to**
20 **-- so they didn't want to give the information to the**
21 **financial auditor, Deloitte; they didn't want to give**
22 **the information.**

1 Q. Who is they?

2 A. Definitely Reno because he's the
3 responsible -- he's the responsible from A to Z as the
4 CEO.

5 Q. But Mr. Alberto and Mr. Ali stayed in the
6 board meeting for the whole duration of the board
7 meeting, and you did not. So how do you know they did
8 not give information?

9 A. So the information was asked from them. It
10 was not given to them.

11 Q. Who was it asked by, if you weren't there?

12 A. When the meeting started, I started -- I
13 don't have one company. I have more than one company.
14 So Ali was there, and the head of the finance
15 department, and I have my personal office also. Reno
16 said I need two days to gather this information. And
17 after the two days, as I said, he left. He traveled.

18 Q. But he still could have gotten you the
19 information before you revoked his power of attorney
20 even if he wasn't physically in Abu Dhabi, couldn't
21 he?

22 A. We didn't strip him of the power of

1 C E R T I F I C A T E

2 UNITED STATES OF AMERICA)

3 ss:

4 COMMONWEALTH OF VIRGINIA)

5 I, ELIZABETH MINGIONE, Notary Public within
6 and for the Commonwealth of Virginia do hereby
7 certify:

8 That the witness whose deposition is
9 hereinbefore set forth was duly sworn, and that the
10 within transcript is a true record of the testimony
11 given by such witness.

12 I further certify that I am not related to
13 any of the parties to this action by blood or marriage
14 and that I am in no way interested in the outcome of
15 this matter.

16 IN WITNESS WHEREOF, I have hereunto set my
17 hand this _____ day of _____, 20____.

18

19

20 Notary Registration No. 104119

21 My Commission Expires:

22 May 31, 2019

ERRATA SHEET FOR THE TRANSCRIPT OF:

Caption: Northstar Aviation, LLC, et al. v. Alden Burt Alberto

Deponent: Sheikh Ahmed Bin Saif Al Nahyan

Dep. Date: November 8, 2018

I wish to make the following changes for the following reasons:

<u>Pg.:Ln.</u>	<u>Now Reads</u>	<u>Should Read</u>	<u>Reasons Therefore</u>
25:12	Long time	Maybe 15, 20 years and I retired at the rank of General	Translation error
29:6	Normal	Voluntary	Translation error
32:14	Yes	99%	Translation error
45:7	We	Reno	Translation error
55:16	ITAR	Problem with ITAR	Translation error
61:6	Names	Names that are listed in the trade license	Translation error
63:10	Business relation	Business relation between R2 and Rotana Jet	Translation error
65:12	Because they	Because he informed me they	Translation error
70:11	No	No, they can't	Translation error
84:7	That was transferred	I know the money, it	Translation error
95:9	No relation	No relation to the case	Translation error
111:3	I give it	I give it back	Translation error
111:6	I give it	I give it back	Translation error
122:20	Points	Financial points	Translation error
126:16	About Rotana	About Rotana without knowledge	Translation error
126:16	Messages	Letters	Translation error
126:17	Messages	Letters	Translation error
126:18	Messages	Letters	Translation error

<u>Pg.:Ln.</u>	<u>Now Reads</u>	<u>Should Read</u>	<u>Reasons Therefor</u>
154:1	The bonus	A bonus	Translation error
163:17	Don't have customers	Don't have multiple customers	Translation error
167:6	I be	He be	Translation error
169:18	The bonus	A bonus	Translation error
180:11	Was available	Was not available	Translation error
181:10	To them	By them	Translation error
181:15	Personal office	Personal finance director	Translation error
189:15	At the same time	On the same day	Translation error

by 

SIGNATURE OF THE WITNESS

This 11 day of Dec, 2018